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INTERSTATE ~~RELEASE~~ <sup>COMMISSION</sup> AND BILL OF SALE

WHEREAS, NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter referred to as "NWL") has heretofore executed and delivered to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, (heretofore referred to as "Bank") that certain Security Agreement dated as of September 10, 1976, (hereinafter referred to as "Agreement") mortgaging 24 GP-7 Diesel Electric Locomotives bearing Railroad Nos. 4355 to 4378, both inclusive, (hereinafter referred to as "Equipment"), as security for the indebtedness of NWL; and

WHEREAS, the indebtedness secured by said Agreement has been fully paid, discharged and satisfied and the conditions and obligations with respect to the Equipment have been satisfied in full and the Bank has been requested to release the lien of said Agreement;

NOW, THEREFORE, Bank, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by NWL, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO NORTH WESTERN LEASING COMPANY the Equipment, TO HAVE AND TO HOLD the Equipment unto NORTH WESTERN LEASING COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Agreement.

Bank does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by Bank or arising out of any act, obligation or liability on its part. The Bank hereby authorizes removal from the Equipment of any and all ownership plates and other markings of Bank.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, acting in accordance with the terms and conditions of the aforementioned Security Agreement has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Commercial Banking Officers, this 30 day of June A. D. 1977.

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO

By *Phil Williams*

Vice President

ATTEST:

*M. J. Videtson*  
Commercial Banking Officer

STATE OF ILLINOIS)  
COUNTY OF COOK ) SS

I, Eileen Hudson, a Notary Public duly commissioned and qualified in and for the County and State aforesaid and residing therein DO HEREBY CERTIFY that PETER D. NOCKE and M. S. NEDSTROM, to me personally known and known to me to be, respectively, a Vice President and a Commercial Banking Officer of Continental Illinois National Bank and Trust Company of Chicago and the identical persons whose names are subscribed to the foregoing instrument appeared before me this day in person, and being first duly sworn by me, severally acknowledged to me that they are, respectively, a Vice President and a Commercial Banking Officer of said corporation; that as such officers they signed, sealed and delivered said instrument in behalf of said corporation by authority and order of its Board of Directors as the free and voluntary act and deed of said corporation, and as their own free and voluntary act; that they know the seal of said corporation; that the seal affixed to said instrument is the seal of said corporation; and that said corporation executed said instrument for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as such Notary Public, at Chicago, Illinois, this 30 day of June, A.D. 1977.

Eileen Hudson  
Notary Public

MY COMMISSION EXPIRES  
SEPTEMBER 22, 1978